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RECORDATION NO. 16348-D FILED
JUN 5 '01 3-21 PM
TS
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

June 5, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release of Security Interest dated as of June 1, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement which was previously filed with the Commission under Recordation Number 16348.

The name and address of the party to the enclosed document are:

Secured Party: The Bank of New York
(Successor in interest to
Irving Trust Company)
101 Barclay Street
New York, NY 10286

A description of the railroad equipment covered by the enclosed document is:

One (1) locomotive SSW 9635

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A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release of Security Interest

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDING NO. 16348-D FILED

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SUBJECT TRANSPORTATION BOARD

BILL OF SALE
AND
PARTIAL RELEASE OF SECURITY INTEREST

The undersigned, THE BANK OF NEW YORK, successor in interest to Irving Trust Company, as Agent ("Agent"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge a security interest held by the Agent insofar as the same encumbers that certain railroad equipment (the "Equipment") identified as follows:

One (1) GP-60 locomotive SSW 9635.

Such security interest was granted pursuant to the Conditional Sale Agreement, dated as of April 15, 1989 (the "CSA"), between General Motors Corporation Electro-Motive Division, ("Builder") and St. Louis Southwestern Railway Company and the Agreement and Assignment, dated as of April 15, 1989 (the "Assignment"), between the Builder and Irving Trust Company, as Agent, both of which documents were filed with the Interstate Commerce Commission on May 23, 1989 at 2:05 p.m. under Recordation Numbers 16348 and 16348-A, respectively.

Agent does hereby grant, bargain, sell and convey unto Union Pacific Railroad Company, successor in interest to St. Louis Southwestern Railway Company, without recourse in any event, in any contingency of for any cause, all right, title and interest of Agent in and to the Equipment free and clear of all claims, liens, security interests and other encumbrances created in, or retained by, Agent under the CSA and Assignment, it being understood that Agent makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment.

IN WITNESS THEREOF, Agent has caused this instrument to be executed by its officer thereunto duly authorized this 1 day of JUNE, 2001.

THE BANK OF NEW YORK

By: Thomas B. Zakrzewski

Name: THOMAS B. ZAKRZEWSKI
VICE PRESIDENT

Title: _____

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) SS:

On this 1 day of JUNE, 2001, before me personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who, being by me duly sworn, said that he/she is a VICE PRESIDENT of The Bank of New York that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

NOTARY ~~PUBLIC~~

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2002

My commission expires: